

**PROXY**

The undersigned hereby appoints Jeffrey K. Endervelt, with power of substitution, the Proxy of the undersigned to vote the common stock of the undersigned at the special meeting of Shareholders of Blimpie of California, Inc. to be held on June 24, 2005 at 11:00 a.m. at 145 Huguenot St, Suite 410, New Rochelle, NY 10801 and any postponement or adjournment thereof, to vote in accordance with their best judgment with respect to any matters that may properly come before the meeting.

Belle Endervelt  
Belle Endervelt  
shares of Common Stock